

Company Regulation about the Shareholders' Meeting

TV Thunder Public Company Limited

Section 5

Board of Directors

No. 18 The Board of Directors of the Company shall consist of no less than five (5) members. At least one-half of the directors shall reside within the Kingdom of Thailand. All directors shall have qualification according to the laws and regulations.

The directors of the Company may be not may not be shareholders of the Company.

No. 19 Directors of the Company shall be elected by the shareholders' meeting under the following terms and conditions:

- (1) Each shareholder shall have one vote per share.
- (2) Each shareholder may cast all his/her vote(s) according to (1) to elect one or several candidates as directors but could not allot the votes to any person at any number.
- (3) The candidates receiving the highest number of votes in the respective order of the votes shall be elected as directors at such time. In the event that a number of candidates receiving an equal number of votes for the last directorship exceed the number of directors the Company required or to be elected at such time, the Chairman of the meeting shall have a second or casting vote.

No. 20 At every Annual General Meeting of Shareholders, one-third of the directors shall retire from the office. If the number of directors is not a multiple of three, then the number of directors nearest to one-third (1/3) must retire from the office.

The retired directors shall be eligible for re-election.

The directors retiring in the first and the second years following the enlisting of the Company shall be drawn by lots. In the subsequent years, the directors who have been the longest in office shall retire.

No. 25 The directors of the Company shall earn the remuneration as approved by the shareholders' meeting. The remunerations may be in form of fixed remuneration or variable remuneration based on the specified criteria. The determined remuneration can be effective for each time or until the shareholders' meeting has the resolution to change it. Moreover, the directors have the rights to get allowance and welfare according to the order of the Company.

The first paragraph will not affect the rights of directors who are appointed from staffs or employees of the Company in earning compensation and benefits as the staffs or employees of the Company.

Section 6
Shareholders' Meeting

No. 36 The Board of Directors must arrange the annual general meeting of shareholders within four (4) months from the end of the fiscal year.

Shareholders meeting other than the first paragraph so-called extraordinary meeting. The Board of Directors shall convene the extraordinary shareholders' meeting at any time deemed appropriate.

One or more shareholders holding shares of not less than ten (10) percent of the total number of outstanding shares may enter into a written request to the Board of Directors to call an extraordinary meeting at any time. The subject matter and reasons for requesting the meeting are clearly stated in the letter. The Board of Directors must arrange a meeting of shareholders within forty-five (45) days from the date of receipt of the letter from the shareholders.

In case the Board does not arrange a meeting within forty-five (45) days from the date of receipt of the letter from the shareholders, shareholders can gather with other shareholders to have number of shares required can call for meeting within forty-five (45) days from the expiration of the period specified in the preceding paragraph.

Such meeting shall be deemed to be a shareholders' meeting convened by the Board of Directors. The Company shall be responsible for the necessary expenses incurred from arranging meetings and providing reasonable accommodations. If the number of shareholders attending the meeting does not meet the required quorum, all shareholders who request for the meeting at that time shall be jointly liable for the expenses incurred from the arranging of such meeting.

No. 37 The Board of Directors shall summon a Shareholders' Meeting by sending a notice to the shareholders at least seven (7) days before the date of the meeting. The notice shall specify the venue, date, time and agenda of the meeting and the subject matter to be submitted to the meeting together with appropriate details – specify clearly agenda that to acknowledge, or to approve, or to consider and also include the opinion of the Board of Directors. Such notice shall be published in a newspaper not less than three (3) consecutive days for at least three (3) days in advance of the date of the meeting date.

The venue for the meeting may be in the province where the Company's head office is located, or any place decided by the Board of Directors.

38. The quorum of a Shareholders' Meeting shall be either not less than twenty-five (25) shareholders or proxies (if any) presented, or not less than half of the total number of shareholders, and the total number of shares altogether should not less than one-third (1/3) of the total number of outstanding shares.

When one (1) hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the meeting does not constitute a quorum as specified in the first paragraph, if such meeting is a Shareholders' Meeting convened because

of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders at least seven (7) days prior to the meeting. At this later meeting, a quorum as prescribed is not compulsory.

39. The Chairman of the Board of Directors is the Chairman in the Shareholders' Meeting. If the Chairman of the Board of Directors cannot attend the meeting, the Vice Chairman of the Board of Directors will be the Chairman of the meeting. If there is no Vice Chairman or Vice Chairman is not in the meeting or cannot act such duty, the meeting shall select any shareholder as the Chairman of the meeting.
40. The resolution of a Shareholders' Meeting should be form one share equaling one vote. The shareholders who have interest in any issue shall not vote for such issues. The election of directors and resolution of shareholders' meeting require the following votes:
 - (1) In an ordinary case, it shall be adopted by a simple majority vote of the shareholders who attend the meeting and cast the vote. In case of equality of votes, the Chairman of the meeting shall have an additional casting vote.
 - (2) In the following cases, it shall be adopted by the votes of not less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote:
 - (a) Sale or transfer of the whole or a material part of the Company's business to others;
 - (b) Purchase or acceptance of transfer of other entity or private company to the Company.
 - (c) Execution, amendment or termination of contracts concerning the Company's all or partial leasing businesses, as well as assignment of other persons to operate the Company's business, or have a joint-venture with other persons with the objective of profit and loss sharing,
 - (d) Modification of Memorandum of Association or Company Regulation
 - (e) Capital increase or decrease of the Company
 - (f) Liquidation of the Company
 - (g) Issuance of bond of the Company
 - (h) Merger with other companies.
41. The agendas which an Annual General Meeting of Shareholders shall require are as follows:
 - (1) To consider the declaration of the past operational results.
 - (2) To consider and approve the Company's Balance Sheet and Profit and Loss Statement.
 - (3) To approve the appropriation of the profit and dividend payment.
 - (4) To approve the appointment of a new director in replacement to a director who are due to retire by rotation.
 - (5) To approve the appointment of the Company's auditor.
 - (6) To consider other issues.